

Exhibit 2

DECLARATION OF BEATRICE WILLIS

1. My name is Beatrice Willis, and I am over the age of nineteen (19) years. I am African-American. I have personal knowledge of the facts set forth below pertaining to the case pending in the United States District Court for the Middle District of Alabama, Eastern Division, styled Denise L. Smith v. Sears, Roebuck and Co., CV-05-1018-MHT.

2. I worked at the Sears of Auburn Store from September 1994 until I was terminated on November 1, 2004. I was a BrandCentral sales associate. My duties were to sell appliances, work the cash register, and help maintain the standards in the appliance department. I felt that I was a dedicated associate and I loved doing my job.

3. In August 2004, I asked Kenny Reese why Carolyn Landers, who is a white female, was being scheduled in the mornings, when other associates and I in appliances had been working the morning schedule? He replied, we were full-time and that he would schedule us when he needed us. I then told him that Carolyn was getting the better schedule and he said that it didn't matter. A few days later I called the 1-800-8ASSIST, I asked them, if our regular set off days could be taken away from us as full-timers and 1-800-8ASSIST consultant said that management could guarantee one set day off a week and the rest would be left up to management. Carolyn Landers had only been working for Sears a few months and she started off working nights. I heard Carolyn tell Kenny that she was going to leave because she wasn't making enough money; he stated to her that it will work out for her.

4. In September 2004, John Lawrie came to the sales floor after a staff meeting and said that they were aware that I had called the ethics line and my response was that I did

and if I felt the need to I would again. Out of all the years I have worked at Sears, I never had to call the ethics line.

5. On October 28, 2004, John Lawrie brought customer Strickland sales information out to the sales floor and asked me why didn't I charge customer Strickland for delivery? My response was I set delivery up for the customer just in case he couldn't find his brother-in-law to pick the merchandise up for him. I was working that night, so I told the customer that he had until 9:00 pm. to pay for delivery if he couldn't pick up the merchandise himself, shortly after 8:00 pm. the customer came into the store to pick up his merchandise.

6. On October 29, 2004, the first day of the grand reopening of Sears I was scheduled from 9:00 am to 6:00 pm along with Denise Smith and Jacquelyn Dodson. Carolyn Landers was scheduled later; she was scheduled to work the sales floor by herself. As it was time for my shift to end, customers started to come into the appliance department, I then told Jacquelyn that Carolyn need some help, we agreed to help her out and make some money. Kenny Reese asked Jacquelyn and me, why were we still there and when were we going to leave? I personally witnessed Kenny Reese ringing sale transactions into Carolyn's employee number at the appliance register. I thought that Kenny would have recognized our dedication and wanted us to stay and help, but it appeared to me that he didn't want us to stay and help serve the customers.

7. On the morning of November 1, 2004 Terry Gandy and John Lawrie came out to the sales floor and asked me, what was the procedure for coupons because there was a problem in hardware? I told Terry and John to my understanding, when we were following corporate policy under previous store managers the procedure were to tear

them up or turn them in at night. I also mentioned to Terry and John that they already knew that we had not been following company policy.

8. During that afternoon Terry Gandy paged me to come into his office, when I arrived to his office Nina Fitzwater, the Human Resource Lead, were there. Terry stated to me that he had receipts showing that I had been reusing coupons and I told him while they were accusing me of reusing coupons, that they needed to find out why money was being taken out of my paycheck for merchandise that was going out on delivery that was being damaged when it arrived at the customers home. I told him that I have lost lots of money for sale adjustments that I would have to give to customers, that I had no control of. Management knew that this was going on because they would have to come out to the department and approve for the adjustment. I should not have lost money because Sears should have taken the markdown from the merchandise or rung into an account that covers damages. Terry said that Kenny would have to cover that information with me because he didn't know anything about that situation.

9. Terry Gandy went on to state that I had illegally used coupons. I told Terry that I had used the coupons in the same manner that other associates had and in the manner that management had allowed for us to do. I told him because the sale was rung under my number doesn't mean that I had actually rung all those sales. I know that I didn't ring some of the sales that I was terminated for. I have personal knowledge that Carolyn Landers and Stephanie Darby, who are white females; have used coupons out of the drawer for customers, associates, and some of the managers at the Sears Auburn Store.

10. On November 1, 2004 at approximately 4:00 pm. I was paged to Kenny Reese office, when I arrived; Terry Gandy and Nina Fitzwater were there. Kenny stated to me

that Terry had brought to his attention that I had been misusing coupons, I stated to Kenny that I used the coupons in the same manner that other associates had and in the manner that they had allowed for us to do. Kenny told me that he was terminating my employment for the misuse of coupons. I then called out to the appliances department to ask Denise Smith to bring my purse; Byron Mason, the softlines manager brought my purse to me and he asked me what happened, I told him that he just need to be careful.

11. I have personal knowledge that Terry Gandy was able to go back for more than thirty (30) days. He could have gone into the Sears local system to pull transactions for more than six (6) months. There are times when we would have to train new associates and they would not have their employee number to ring up customers, so they would have to use our associate number to ring; this is a violation of company policy, but management allowed for this to happen because it was another common practice.

12. I have witnessed on several different occasions where Terry Gandy has made purchases for friends and family members using coupons that were pulled from the register drawer.

13. While Kenny Reese was store general manager at the Auburn Store; we never had any training on the policy and procedures for the use of coupons. The only training that I have ever had in regards to the Associate Handbook was when I went through my new hire orientation. Management has never had training pertaining to the associate handbook while Kenny Reese was Store General Manager. We would have training on selling PA's for the associates, who were not comfortable or successful in selling them.

Mainly on Friday mornings, we would have meeting about how we did in sales, PA's, and what we're up against in sales for the weekend.

14. There would be times when Kenny Reese would page for me to come to his office and when I arrived there he would ask me to go back to the sales floor to call Lowe's to check on their delivery charges and when I found out the answer to come back to his office to let him know. He could have called out to the sales floor to ask me to call Lowe's, I got paid strictly commission and I need to have been on the sales floor at all times.

15. I declare under the penalty of perjury that the foregoing is true and correct to the best of my knowledge.

7-21-06

DATE

Beatrice Willis

BEATRICE WILLIS